

ALVORD AND ALVORD
ATTORNEYS AT LAW
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20006-2973

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OF COUNSEL
URBAN A. LESTER

April 24, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) executed copies of each of the following documents: Twenty-Ninth Amendment to Security Agreement-Trust Deed, dated as of April 24, 1996, and a separate Bill of Sale and Assignment and Assumption Agreement, dated as of April 24, 1996, all being secondary documents as defined in the Commission's Rules for the Recordation of Documents.

The enclosed documents relate to the Security Agreement-Trust Deed duly filed with the Commission under Recordation Number 19111.

The names and addresses of the parties to the enclosed documents are:

Twenty-Ninth Amendment

Debtor: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Secured Party: Internationale Nederlanden (U.S.)
Capital Corporation
135 East 57th Street
New York, New York 10022-2101

A description of the railroad equipment being ADDED to the Security Agreement is: 92 railcars set forth in Annex A attached to the Twenty-Ninth Amendment, with the Leases related thereto set forth in Annex B attached to the Twenty-Ninth Amendment.

19111-5555, TTTT,
111111

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RECEIVED
SURFACE TRANSPORTATION BOARD

Countersigned - Kimbartman

Mr. Vernon A. Williams
April 24, 1996
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With respect to the 92 railcars being ADDED to the Security Agreement, the parties are as follows:

Bill of Sale

Transferor: ACF Industries, Incorporated
620 North Second Street
St. Louis, Missouri 63301

Transferee: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Assignment and Assumption Agreement

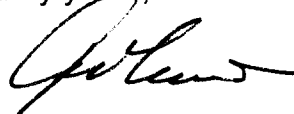
Assignor: ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Assignee: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Also enclosed is a check in the amount of \$63.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

4/24/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/24/96 at 11:10AM, and assigned recordation number(s). 19111-SSSS, 19111-TTTT and 19111-UUUU.

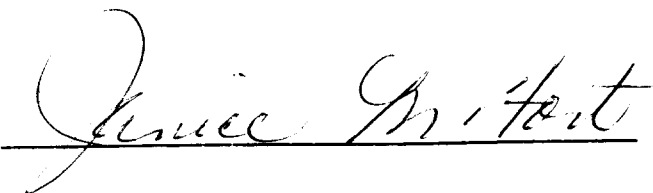
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



1911-3555
APR 24 1996 11:10 AM

BILL OF SALE

KNOW ALL PERSONS BY THESE PRESENTS:

That ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Transferor"), for good and valuable consideration, the receipt of which is hereby acknowledged, effective as of the date hereof, does hereby sell, grant, bargain, convey, assign, transfer, deliver and set over to AKF CORP., a Delaware corporation (the "Transferee"), all of the Transferor's right, title and interest in and to the special purpose covered hopper and tank railcars described on Schedule 1 hereto (the "Equipment").

TO HAVE AND TO HOLD all and singular the Equipment above described to the Transferee, its successors and assigns, for its and their use only, forever.

The Transferor hereby warrants to the Transferee and its successors and assigns that, on the date hereof, the Transferor has, and at the time of delivery of the Equipment, the Transferor will have, legal title to the Equipment and good and lawful right to sell the Equipment and at the time of delivery, the Equipment will be free and clear of all Liens (as defined in the Asset Transfer Agreement dated as of the date hereof between the Transferee and the Transferor). The Transferor hereby covenants to defend title to the Equipment against demands of all persons whomever based on claims originating prior to the delivery of the Equipment.

THE BILL OF SALE IS DELIVERED BY THE TRANSFEROR TO THE TRANSFEE IN EARTH CITY, MISSOURI, AND IS GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

IN WITNESS WHEREOF, ACF INDUSTRIES, INCORPORATED has caused this instrument to be executed by its duly authorized representative as of the 24 day of April, 1996.

ACF INDUSTRIES, INCORPORATED

By: 

Name: Umesh Choksi

Title: Treasurer

SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex A hereto.

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 9th day of April, 1996 before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri, and is Treasurer of ACF Industries, Incorporated, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NANCY COLLINS
NOTARY PUBLIC — STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXPIRES AUG. 2, 1996

Nancy Collins
Notary Public

Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	69981	ACFX	220083
ACFX	200284	ACFX	220084
ACFX	200286	ACFX	220085
ACFX	200290	ACFX	220086
ACFX	200291	ACFX	220087
ACFX	200294	ACFX	220088
ACFX	200297	ACFX	220089
ACFX	200298	ACFX	220090
ACFX	200299	ACFX	220091
ACFX	200300	ACFX	220092
ACFX	200303	ACFX	220093
ACFX	200305	ACFX	220094
ACFX	200306	ACFX	220095
ACFX	200309	ACFX	220096
ACFX	200315	ACFX	220097
ACFX	200316	ACFX	220098
ACFX	200317	ACFX	220099
ACFX	200318	ACFX	220100
ACFX	200319	ACFX	220101
ACFX	200320	ACFX	220102
ACFX	200321	ACFX	220103
ACFX	200322	ACFX	240001
ACFX	200323	ACFX	240002
ACFX	200324	ACFX	240003
ACFX	200325	ACFX	240004
ACFX	200326	ACFX	240005
ACFX	220054	ACFX	240006
ACFX	220055	ACFX	240007
ACFX	220058	ACFX	240008
ACFX	220060	ACFX	240009
ACFX	220061	ACFX	240010
ACFX	220062	ACFX	240011
ACFX	220063	ACFX	240012
ACFX	220065	ACFX	240013
ACFX	220067	ACFX	240014
ACFX	220068	ACFX	240015
ACFX	220069	ACFX	240016
ACFX	220070	ACFX	240017
ACFX	220071	ACFX	240018
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ACFX	220073	ACFX	240020
ACFX	220074	ACFX	458314
ACFX	220075		
ACFX	220076		
ACFX	220077		
ACFX	220078		
ACFX	220079		
ACFX	220080		
ACFX	220081		
ACFX	220082		

92 Cars